

**IN THE UNITED STATES DISTRICT COURT FOR
THE DISTRICT OF MASSACHUSETTS**

ZIH CORP.,)
)
)
Plaintiff,) CA No. 03-CV-12358-DPW
) (Alexander, M.J.)
v.)
)
PAXAR CORPORATION)
)
Defendant.)

DECLARATION OF GARY HORNING

I, Gary Horning, declare and state as follows:

1. I am a vice president of Paxar Americas, Inc.
2. Paxar Americas, Inc. is a Delaware Corporation that was known as Monarch Marking Systems, Inc. until it changed its name in January 2003. I will refer to the corporation by its present name, Paxar Americas, Inc.
3. Paxar Americas, Inc. is a wholly owned subsidiary of Paxar Corporation, as it has been since 1997.
4. Paxar Americas, Inc.'s principal place of business is and for at least 37 years has been in Miamisburg, Ohio.
5. The business of Paxar Americas, Inc. has for more than 80 years included design, manufacture, marketing, and sale of printers in the Dayton Ohio area.
6. The accused Sierra Sport™ 2 printer was conceived, researched, designed and developed by Paxar Americas in Miamisburg, Ohio in the late 1990's.

7. The documents concerning conception, design, development, research, testing, manufacture, marketing and sale of the Sierra Sport 2 printer have always been located in Miamisburg, Ohio.

8. The Sierra SportTM 2 printer is a handheld printer that has been manufactured only by Paxar Americas, Inc. in Ohio since its release in at least late 2000. Paxar Americas Inc. currently sells the Sierra SportTM 2 printer. Paxar's sales activities are based in Miamisburg, Ohio.

9. Day-to-day management of the Sierra SportTM 2 printer, as well as the marketing, and booking of sales for the printers occur in Miamisburg, Ohio.

10. During an eleven-month period in 2002, Paxar Corporation sold Sierra SportTM 2 printers. Those printers were manufactured by Paxar Americas, Inc. Records of those sales are kept by Paxar Americas, Inc. in Miamisburg, Ohio.

11. The individuals most knowledgeable about the research, development, design, operation, marketing, and selling of the Sierra SportTM 2 printers are Paxar Americas Inc.'s employees and former employees located in Ohio.

12. Tom Keller is a Paxar Americas, Inc. employee who is based in Miamisburg, Ohio who is knowledgeable regarding the structure function, operation, design and development of the Sierra Sport 2 printer and would likely testify on those topics.

13. Don Morrison is a Paxar Americas, Inc. employee, based in Miamisburg, Ohio, who is currently involved in marketing of the Sierra Sport 2 printer line and would likely testify on that topic.

14. Linda Delaney is a Paxar Americas, Inc. employee who is based in Miamisburg, Ohio who is responsible for the marketing of the Sierra Sport 2 printer would likely testify concerning that topic.

15. Mike Wines is a Paxar Americas, Inc. vice president, based in Miamisburg, Ohio, who is responsible for sales of the Sierra Sport 2 printer and would likely testify concerning sales efforts related to the Sierra Sport 2 printer.

16. It would be inconvenient for Paxar Americas' employees to testify in Massachusetts.

I declare under penalty of perjury that the statements made by me in this declaration are true and correct.

DATED this 17th day of December, 2003.

/s/Gary Horning
Gary Horning